

## Hoff, David

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**From:** Abelson, Philip M. <pabelson@proskauer.com>  
**Sent:** Wednesday, July 10, 2013 8:25 AM  
**To:** Stone, Randall (ENRD)  
**Cc:** Furrie, Kristin (ENRD); Hirsch, Cynthia R.; Dixon, Douglas; Fedinatz, Kimberly; Murawski, Richard; Cragan, Clare; john.carlucci@sol.doi.gov; JBITTORF@oneidanation.org; bromleyfm@doj.state.wi.us; Spector, Jeffrey (ENRD); Santez, David; greg.hadley@newpagecorp.com; Garrett L. Boehm, Jr. <boehmg@jbltd.com> (boehmg@jbltd.com); Barber, Kathleen E.; Miller, Andrea G.  
**Subject:** Re: Draft settlement agreement with NewPage Wisconsin for the Lower Fox River and Green Bay Superfund Site

Thanks Randy. Would a call (instead of a mark-up) make things easier? Please let us know.

Sent from my iPhone

On Jul 10, 2013, at 8:18 AM, "Stone, Randall (ENRD)" <Randall.Stone@usdoj.gov<mailto:Randall.Stone@usdoj.gov>> wrote:

Phil –

I saw fairly significant problems with the mark-up that you sent back to us. In the meantime, we've had appeals filed in our litigation and several other flare-ups, so I doubt I'll be able to turn my attention back to this until after I return from a vacation at the end of this month.

- Randy

From: Abelson, Philip M. [mailto:pabelson@proskauer.com]  
Sent: Tuesday, July 09, 2013 2:07 PM  
To: Stone, Randall (ENRD)  
Cc: Furrie, Kristin (ENRD); 'Hirsch, Cynthia R.'; 'Dixon.Douglas@epamail.epa.gov<mailto:Dixon.Douglas@epamail.epa.gov>'; 'Fedinatz, Kimberly'; 'Murawski, Richard'; 'Cragan, Clare'; 'john.carlucci@sol.doi.gov<mailto:john.carlucci@sol.doi.gov>'; 'JBITTORF@oneidanation.org<mailto:JBITTORF@oneidanation.org>'; 'bromleyfm@doj.state.wi.us<mailto:bromleyfm@doj.state.wi.us>'; Spector, Jeffrey (ENRD); 'Santez, David'; 'greg.hadley@newpagecorp.com<mailto:greg.hadley@newpagecorp.com>'; Garrett L. Boehm, Jr. <boehmg@jbltd.com<mailto:boehmg@jbltd.com>> (boehmg@jbltd.com<mailto:boehmg@jbltd.com>); Barber, Kathleen E.; Miller, Andrea G.  
Subject: RE: Draft settlement agreement with NewPage Wisconsin for the Lower Fox River and Green Bay Superfund Site

Randy, just following up on my email below. Please let us know when you'll have a mark-up, if any. Thanks.

Phil Abelson  
Partner

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From: Abelson, Philip M.  
Sent: Thursday, May 30, 2013 7:16 PM  
To: Stone, Randall (ENRD)  
Cc: Furrie, Kristin (ENRD); Hirsch, Cynthia R.;  
Dixon.Douglas@epamail.epa.gov<mailto:Dixon.Douglas@epamail.epa.gov>; Fedinatz, Kimberly; Murawski, Richard;  
Cragan, Clare; 'john.carlucci@sol.doi.gov'<mailto:john.carlucci@sol.doi.gov>;  
JBITTORF@oneidanation.org<mailto:JBITTORF@oneidanation.org>;  
bromleyfm@doj.state.wi.us<mailto:bromleyfm@doj.state.wi.us>; Spector, Jeffrey (ENRD); Santez, David;  
greg.hadley@newpagecorp.com<mailto:greg.hadley@newpagecorp.com>; Garrett L. Boehm, Jr.  
<boehmg@jbltd.com<mailto:boehmg@jbltd.com>> (boehmg@jbltd.com<mailto:boehmg@jbltd.com>); Barber,  
Kathleen E.; Miller, Andrea G.  
Subject: RE: Draft settlement agreement with NewPage Wisconsin for the Lower Fox River and Green Bay Superfund Site

Randy, attached is a clean and blackline of the proposed consent decree. Please let us know if you have any questions or comments. We also have some issues we want to discuss that are related to the agreement, but are not addressed in our mark-up. Please let us know when you're available for that discussion.

As always, all rights for further review and revision are reserved.

Thanks.

Phil Abelson  
Partner

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From: Stone, Randall (ENRD) [mailto:Randall.Stone@usdoj.gov]  
Sent: Tuesday, April 23, 2013 9:32 AM  
To: Abelson, Philip M.  
Cc: Furrie, Kristin (ENRD); Hirsch, Cynthia R.;  
Dixon.Douglas@epamail.epa.gov<mailto:Dixon.Douglas@epamail.epa.gov>; Fedinatz, Kimberly; Murawski, Richard;  
Cragan, Clare; 'john.carlucci@sol.doi.gov'<mailto:john.carlucci@sol.doi.gov>;  
JBITTORF@oneidanation.org<mailto:JBITTORF@oneidanation.org>;  
bromleyfm@doj.state.wi.us<mailto:bromleyfm@doj.state.wi.us>; Spector, Jeffrey (ENRD)  
Subject: Draft settlement agreement with NewPage Wisconsin for the Lower Fox River and Green Bay Superfund Site

Phil –  
(cc's as indicated)

Attached is a draft settlement document that would resolve the Fox River Site CERCLA claims against NewPage Wisconsin on the terms previously outlined. The agreement is structured as a Consent Decree that would be subject to approval by the District Judge presiding over the pending Wisconsin action and also conditioned on Bankruptcy Court approval under Rule 9019 (see Paragraph 28). That approach should leave no question that that NewPage will receive statutory contribution protection against CERCLA claims by other parties through its entry into a judicially-approved settlement with the United States and the State under 42 USC 9613(f)(2). The vast majority of the terms are our

standard provisions for CERCLA bankruptcy settlements and we have done our best to ensure that they are consistent with NewPage's Reorganization Plan.

Please call me at the number listed below if you have any questions about the document.

After signature by NewPage, the proposed Consent Decree would still be subject to approval by higher level government officials. It also would be subject to public comment under CERCLA as well as approval by the Bankruptcy Court and the District Court.

- Randy

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